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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BLUE SHINE POOL, INC.**

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF CORPORATION
BLUE SHINE POOL, INC.
DOCUMENT NUMBER P03000005526**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST AMENDMENT ADOPTED:

ARTICLE VI: OFFICERS/DIRECTORS

ADD: RENE A PERALTA/President/Director
14922 NW 89 CRT
MIAMI FL 33018

CHANGE: SERGIO F CARTA/President/Director
10025 SW 8 Terraces
Miami, FL 33174

MAYDA MARTINEZ/President/Director
10025 SW 8 Terraces
Miami, FL 33174

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption January 01/29/2010

FOURTH: Adoption of Amendment.

_____ The amendment(s) was / were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was / were approved by the shareholders through voting groups. The following statement must be separately for each voting group entitled to vote separately on the amendment(s)

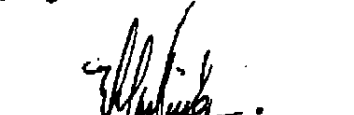
The number of votes cast for the amendment(s) was/were sufficient for approval by _____


 X The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not required

Signed this 29 day of January, 2010 by the board of directors.


Sergio Carta/P/D


Mayda Martínez/P/D


Rene Reralta/P/D

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